

sec news digest

Issue 95-153

August 9, 1995

ENFORCEMENT PROCEEDINGS

PUBLIC ADMINISTRATIVE PROCEEDINGS INSTITUTED AGAINST BIRGIT (GITTE) MECHLENBURG

The Commission announced that on August 8 it issued an order instituting public administrative proceedings (Order) against Birgit (Gitte) Mechlenburg (Mechlenburg). The Order alleges, among other things, that Mechlenburg willfully violated Sections 17(a)(2) and (3) of the Securities Act of 1933 by making materially false and misleading representations concerning a corporation that she controlled which "guaranteed" repayment of a loan made with investor funds; and the status of investments purportedly being made with funds raised by Mechlenburg. Mechlenburg was previously permanently enjoined from future violations of Sections 17(a)(2) and (3) on consent, without admitting or denying the Commission's allegations (SEC v. Motzfeldt Funding Corporation, et al., 93 Civ. 3942, JES, SDNY). (Rel. 34-36067)

CIVIL INJUNCTIVE ACTION FILED AGAINST RONALD ZOOK AND FINANCIAL CONCEPTS GROUP INTERNATIONAL, INC.

On August 7, the Commission filed a complaint against Ronald M. Zook and Financial Concepts Group International, Inc. (Defendants), of Winter Park, Florida, alleging violations of Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934, and Rule 10b-5, thereunder.

The complaint alleged that from at least late 1992 through at least March 1995, Defendants raised approximately \$6 million from at least 195 investors in at least 21 states. The complaint alleges that Defendants misrepresented to investors that their money was being used to invest in risk-free, "prime bank" instruments or "bank debentures," paying 60% to 216% interest per year or that their money was being placed in "secured investments" to trade on various stock exchanges, including the European, Japanese and Hong Kong stock markets, with returns of at least 120% per year.

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According to the complaint, Defendants never invested in prime bank instruments or bank debentures, nor engaged in trading on any overseas or other exchange. Instead, they used investor funds to pay business and personal expenses.

The Commission seeks a permanent injunction and other ancillary relief, including disgorgement and the imposition of civil money penalties. [SEC v. Ronald M. Zook, et al., Case No. 95-798-CIV-ORL-22, M.D. Fla.] (LR-14594)

COURT ENTERS PERMANENT INJUNCTION AGAINST MELVIN PALMER IN FRAUDULENT PRIME BANK SECURITIES SCHEME

The Commission announced that on August 4 the United States District Court for the District of Arizona entered a final judgment against Melvin A. Palmer permanently enjoining him from violations of the antifraud provisions of the federal securities laws. Palmer consented, without admitting or denying the allegations in the complaint, to the entry of the final judgment.

The complaint alleges that from at least December 1992, Palmer offered and sold a fraudulent investment called the "130 Management Program," in which funds were raised purportedly to purchase and resell "prime bank instruments" such as documentary letters of credit, standby letters of credit, prime bank notes or prime bank guarantees issued from the "top 100 world banks," and that Palmer made numerous material misrepresentations, including misrepresentations regarding the risk of the investment, the use of an investor's funds, the names of banks which purportedly issued these prime bank instruments, and the existence of trading profits. The complaint also alleges that Palmer raised at least \$2 million from one investor.

The court permanently enjoined Palmer from violations of the antifraud provisions and ordered disgorgement of \$386,000 in ill-gotten gains, plus prejudgment interest, payment of which was waived based on Palmer's demonstrated inability to pay. On the same basis, the court did not order civil penalties. [SEC v. Melvin A. Palmer, USDC, D. Ariz., Civ. 94-0255-PHX-RCB] (LR-14595)

SECURITIES ACT REGISTRATIONS

The following registration statements have been filed with the SEC under the Securities Act of 1933. The reported information appears as follows: Form, Name, Address and Phone Number (if available) of the

issuer of the security; Title and the number and/or face amount of the securities being offered; Name of the managing underwriter or depositor (if applicable); File number and date filed; Assigned Branch; and a designation if the statement is a New Issue.

- S-8 COMMERCE BANCSHARES INC /MO/, 1000 WALNUT 86, KANSAS CITY, MO 64106 (816) 234-2000 - 2,000,000 (\$68,000,000) COMMON STOCK. (FILE 33-61499 - AUG. 02) (BR. 2)
- S-8 COMMERCE BANCSHARES INC /MO/, 1000 WALNUT 86, KANSAS CITY, MO 64106 (816) 234-2000 - 1,185,000 (\$40,290,000) COMMON STOCK. (FILE 33-61501 - AUG. 02) (BR. 2)
- S-8 RYDER SYSTEM INC, 3600 NW 82ND AVE, MIAMI, FL 33166 (305) 593-3726 - 500,000 (\$12,030,000) COMMON STOCK. (FILE 33-61509 - AUG. 02) (BR. 4)
- S-3 RPM INC/OH/, 2628 PEARL RD, P O BOX 777, MEDINA, OH 44258 (216) 273-5090 - 3,200,000 (\$65,400,000) COMMON STOCK. (FILE 33-61513 - AUG. 02) (BR. 2)
- S-8 QUADRAX CORP, 300 HIGH POINT AVE, PORTSMOUTH, RI 02871 (401) 683-6600 - 581,949 (\$930,376) COMMON STOCK. (FILE 33-61515 - AUG. 02) (BR. 10)
- S-8 ALPINE LACE BRANDS INC, 111 DUNNELL RD, MAPLEWOOD, NJ 07040 (201) 378-8600 - 513,000 (\$4,338,500) COMMON STOCK. (FILE 33-61517 - AUG. 02) (BR. 3)
- S-3 HEINZ H J CO, 600 GRANT ST, PITTSBURGH, PA 15219 (412) 456-5700 - 14,662,500 (\$630,487,500) COMMON STOCK. (FILE 33-61519 - AUG. 02) (BR. 3)
- S-3 TIME WARNER CAPITAL I, 75 ROCKEFELLER PLAZA, 75 ROCKEFELLER PLAZA, NEW YORK, NY 10019 - 500,000,000 (\$500,000,000) PREFERRED STOCK. (FILE 33-61523 - AUG. 02) (NEW ISSUE)
- S-3 ALPINE LACE BRANDS INC, 111 DUNNELL RD, MAPLEWOOD, NJ 07040 (201) 378-8600 - 330,950 (\$2,785,532) COMMON STOCK. (FILE 33-61527 - AUG. 02) (BR. 3)
- S-8 INTEK DIVERSIFIED CORP, 5800 W JEFFERSON BLVD, LOS ANGELES, CA 90016 (213) 870-7665 - 900,000 (\$6,075,000) COMMON STOCK. (FILE 33-61529 - AUG. 02) (BR. 5)
- S-3 COCA COLA CO, ONE COCA COLA PLAZA, ATLANTA, GA 30313 (404) 676-2121 - 1,388,685 (\$91,740,002.81) COMMON STOCK. (FILE 33-61531 - AUG. 03) (BR. 11)
- SB-2 TECHDYNE INC, 2230 WEST 77TH ST, HIALEAH, FL 33016 (305) 556-9210 - 1,000,000 (\$4,000,000) COMMON STOCK. 1,000,000 (\$150,010) WARRANTS, OPTIONS OR RIGHTS. 1,300,000 (\$5,998,000) COMMON STOCK. (FILE 33-94998-A - JUL. 26) (BR. 3)
- S-8 BUSINESS RESOURCE GROUP, 2150 N FIRST ST, STE 101, SANJOSE, CA 95131 - 1,050,000 (\$7,310,827.50) COMMON STOCK. (FILE 33-95144 - AUG. 01) (BR. 7)
- S-8 BEST PRODUCTS CO INC, 1400 BEST PLAZA, RICHMOND, VA 23227 (804) 261-2000 - 1,500,000 (\$12,000,000) COMMON STOCK. (FILE 33-95198 - JUL. 31) (BR. 2)
- S-3 THERMOLASE CORP, 9550 DISTRIBUTION AVE, SAN DIEGO, CA 92121 (619) 587-5885 - 2,300,000 (\$48,737,000) COMMON STOCK. (FILE 33-95200 - JUL. 31) (BR. 9)

REGISTRATIONS CONT.

- S-3 SIMON PROPERTY GROUP INC, 115 WEST WASHINGTON ST, SUITE 15 EAST,
INDIANAPOLIS, IN 46204 (317) 263-7077 - 4,452,629 (\$109,645,989.13)
COMMON STOCK. (FILE 33-95202 - JUL. 31) (BR. 5)
- F-10 SHL SYSTEMHOUSE INC, 50 OCONNOR ST STE 501,
OTTAWA ONTARIO CANADA K1P 6L2, A6 (613) 236-1428 - 100,000,000
(\$100,000,000) STRAIGHT BONDS. (FILE 33-95204 - JUL. 31) (BR. 9)
- S-4 FCNB CORP, 1 N MARKET ST, PO BOX 240, FREDERICK, MD 21701 (301) 662-2191
- 1,541,271 (\$22,163,476.98) COMMON STOCK. (FILE 33-95206 - JUL. 31)
(BR. 2)
- S-8 PORTER MCLEOD NATIONAL RETAIL INC, 5895 EAST EVANS AVE, DENVER, CO 80222
(303) 756-2227 - 60,000 (\$69,375) COMMON STOCK. (FILE 33-95214 - AUG. 01)
(BR. 10)
- S-8 COASTAL CARIBBEAN OILS & MINERALS LTD, CLARENDON HOUSE CHURCH STREET,
HAMILTON, DO 06443 (809) 295-1422 - 1,000,000 (\$1,920,000)
FOREIGN COMMON STOCK. (FILE 33-95216 - JUL. 31) (BR. 4)
- S-8 EXTEN INDUSTRIES INC, 9625 BLACK MOUNTAIN RD STE 218, SAN DIEGO, CA
92126 (619) 578-9784 - 2,001,150 (\$200,115) COMMON STOCK. (FILE 33-95218 -
JUL. 31) (BR. 11)
- SB-2 UNIVERSAL SELF CARE INC, 11585 FARMINGTON ROAD, LIVONIA, MI 48150
(313) 261-2988 - 1,707,223 (\$5,335,071.87) COMMON STOCK. (FILE 33-95222 -
JUL. 31) (BR. 2)
- S-8 CORTECH INC, 7000 N BROADWAY, SUITE 300, DENVER, CO 80221 (303) 650-1200
- 75,150 (\$146,825) COMMON STOCK. (FILE 33-95226 - JUL. 31) (BR. 4)
- S-8 STORMEDIA INC, 390 REED ST, SANTA CLARA, CA 95050 (408) 988-1409 -
1,879,567 (\$20,138,812.08) COMMON STOCK. (FILE 33-95230 - AUG. 01)
(BR. 9)
- S-8 AMERICAN RESOURCES OF DELAWARE INC, 7150 E CAMELBACK RD, STE 195,
SCOTTSDALE, AZ 85251 (602) 722-4205 - 1,250,000 (\$5,112,500) COMMON STOCK.
(FILE 33-95260 - JUL. 31) (BR. 3)
- S-8 SHEFFIELD MEDICAL TECHNOLOGIES INC, 666 FIFTH AVENUE, NEW YORK, NY 10103
(212) 957-6600 - 2,423,000 (\$8,814,099) COMMON STOCK. (FILE 33-95262 -
JUL. 31) (BR. 4)
- S-8 STRATFORD ACQUISITION CORP, F5 5420 NORTH SERVICE RD, BURLINGTON,
ONTARIO, A6 (905) 319-6411 - 2,000,000 (\$1,000,000) COMMON STOCK. (FILE
33-95264 - JUL. 31) (BR. 14)
- S-1 PREMISYS COMMUNICATIONS INC, 48664 MILMONT DR, FREMONT, CA 94538
(510) 353-7600 - 1,725,000 (\$125,925,000) COMMON STOCK. (FILE 33-95266 -
AUG. 01) (BR. 7)
- S-8 BROOKS AUTOMATION INC, 41 WELLMAN ST, LOWELL, MA 01851 (508) 453-1112 -
1,140,000 (\$23,940,000) COMMON STOCK. (FILE 33-95268 - JUL. 31) (BR. 10)
- S-8 INTERNATIONAL CABLETEL INC, 110 EAST 59TH STREET, NEW YORK, NY 10022
(212) 371-3714 - 146,000 (\$4,982,980) COMMON STOCK. (FILE 33-95270 -
AUG. 01) (BR. 7)
- S-8 CELLULAR COMMUNICATIONS INC /DE, 150 EAST 58TH ST, NEW YORK, NY 10155
(212) 906-8440 - 70,000 (\$3,491,600) COMMON STOCK. (FILE 33-95272 -
AUG. 01) (BR. 7)